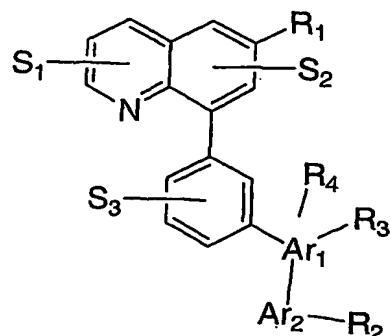


## WHAT IS CLAIMED IS:

1. A compound represented by Formula (I):



5

or a pharmaceutically acceptable salt, wherein

$S_1$ ,  $S_2$ , and  $S_3$  are independently

1. H,
2. -OH,
3. halogen,
4.  $-C_1-C_6$ alkyl,
5.  $-O-C_1-C_6$ alkyl optionally substituted with 1, 2 or 3 halogens, or -CN;

10

$R_1$  is

1.  $-(C_1-C_6$ alkyl)- $SO_n-(C_1-C_6$ alkyl) group, optionally substituted with 1, 2 or 3 substituents; wherein each substituent is independently a halogen, -OH and -CN,

15

2.  $-C(O)-O-aryl$ ,
3.  $-C(O)-NH-aryl$ ,

20

4.  $-C(O)-NH$ -heterocycle or N-oxide thereof,

5.  $-C(O)-NH-C_1-C_6$ alkyl,

6.  $-C(O)-NH$ -cyclo $C_3-C_6$ alkyl,

25

7.  $-C_1-C_6$ alkyl, optionally substituted with 1 to 6 halogens and 1 hydroxy,

25

8. -COOH,

9.  $-C_1-C_6$ alkyl-COOH,

10.  $-O-C_1-C_6$ alkyl,

11.  $-\text{cycloC}_3\text{-C}_6\text{alkyl}$ ,  
12.  $-\text{C}_3\text{-C}_6\text{alkyl-heterocycle}$ ,  
13. aryl,  
14. heterocycle,  
5 15. carbonyl,  
16. carbamoyl, or  
17.  $-\text{SO}_n\text{-(C}_1\text{-C}_6\text{alkyl)}$ ;  
each  $n$  is independently 0, 1, or 2;  
Ar<sub>1</sub> and Ar<sub>2</sub> are each independently an aryl or heterocycle or an N-  
10 oxide thereof;

R<sub>2</sub> is

1. Hydrogen,
2. aryl optionally substituted with 1, 2 or 3 substituents selected from halogen,
- 15 3. heterocycle optionally substituted with 1, 2 or 3 halogens,
4.  $-\text{C}_1\text{-C}_6\text{alkyl}$  optionally substituted with 1, 2 or 3 substituents selected from hydroxy and halogen,
5.  $-\text{COOH}$ ,
6. 1, 2 or 3 halogens,
- 20 7.  $-\text{SO}_n\text{-(C}_1\text{-C}_6\text{alkyl)}$ ,
8.  $-\text{N(H)-S(O)}_n\text{-C}_1\text{-C}_6\text{alkyl}$ ,
9.  $-\text{O-C}_1\text{-C}_6\text{alkyl}$  substituents each optionally substituted with 1, 2 or 3 halogens,
10.  $-\text{C(O)-N(H)-C}_3\text{-C}_6\text{cycloalkyl}$ , or
- 25 11.  $-\text{C(O)-C}_1\text{-C}_6\text{alkyl}$ ;

R<sub>3</sub> is

1. Hydrogen,
2.  $-\text{C}_1\text{-C}_6\text{alkyl}$  optionally substituted with hydroxy,  $-\text{S(O)}_n\text{C}_1\text{-C}_6\text{alkyl}$ , heterocycle, or 1, 2, 3, 4, 5 or 6 halogens,
- 30 3. aryl or  $\text{C}_6\text{-C}_{12}\text{cycloalkyl}$  optionally substituted with phenyl,  $-\text{C}_1\text{-C}_6\text{alkyl}$ ,  $-\text{S(O)}_n\text{C}_1\text{-C}_6\text{alkyl}$ ,  $-\text{C(O)-O-C}_1\text{-C}_6\text{alkyl}$ ,  $-\text{COOH}$ , hydroxy- $\text{C}_1\text{-C}_6\text{alkyl}$ - or 1, 2 or 3 halogens,

4. heterocycle or optionally substituted with 1, 2 or 3 substituents independently selected from phenyl, halogen, C<sub>1</sub>-C<sub>6</sub>alkyl, hydroxyC<sub>1</sub>-C<sub>6</sub>alkyl, -COOH, -C(O)-O-C<sub>1</sub>-C<sub>6</sub>alkyl,
5. amino,
6. -C(O)-O-C<sub>1</sub>-C<sub>6</sub>alkyl,
7. -C<sub>1</sub>-C<sub>6</sub>alkyl-O-phenyl optionally substituted with 1, 2 or 3 halogens,
8. -C<sub>1</sub>-C<sub>6</sub>alkyl-phenyl optionally substituted with 1 or 2 substituents selected from hydroxy and halo,
10. -COOH,
11. Halogen,
12. -SO<sub>n</sub>-(C<sub>1</sub>-C<sub>6</sub>alkyl),
13. -N(H)-S(O)<sub>n</sub>-C<sub>1</sub>-C<sub>6</sub>alkyl optionally substituted with 1, 2 or 3 halogen,
14. -N(H)-heterocycle optionally substituted with 1, 2 or 3 halogens,
15. -N(H)-aryl optionally substituted with 1, 2 or 3 halogens,
16. -N(H)-C<sub>1</sub>-C<sub>6</sub>alkyl optionally substituted with 1, 2 or 3 halogens,
17. -C(O)-N(H)-C<sub>1</sub>-C<sub>6</sub>alkyl optionally substituted with 1, 2 or 3 halogens,
20. -C(O)-NH-C<sub>3</sub>-C<sub>6</sub>cycloalkyl,
21. -O- C<sub>1</sub>-C<sub>6</sub>alkyl optionally substituted with 1, 2 or 3 halogens or phenyl optionally substituted with 1, 2, or 3 halogen;

R<sub>4</sub> is

1. H,
2. Halogen,
3. -CN
4. -C<sub>1</sub>-C<sub>6</sub>alkyl,
5. -O-C<sub>1</sub>-C<sub>6</sub>alkyl optionally substituted with 1, 2 or 3 halogens,
30. 6. -C<sub>1</sub>-C<sub>6</sub>alkyl-phenyl with phenyl optionally substituted with halogen, or
7. Oxo.

2. A compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein

Ar1 is pyridine or pyridinone or an N-oxide thereof.

3. A compound according to claim 2, or a pharmaceutically acceptable salt thereof, wherein

5 Ar2 is phenyl, oxadiazole or thiadiazole.

4. A compound according to claim 3, or a pharmaceutically acceptable salt thereof, wherein

R1 is -(C1-C6alkyl)-SO<sub>n</sub>-(C1-C6alkyl); and

10 R2 is -SO<sub>n</sub>-C1-C6alkyl.

5. A compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein

Ar1 is phenyl.

15

6. A compound according to claim 5, or a pharmaceutically acceptable salt thereof, wherein

Ar2 is phenyl, oxadiazole, thiadiazole, pyridine or pyridinone or an N-oxide thereof.

20

7. A compound according to claim 6, or a pharmaceutically acceptable salt thereof, wherein

R1 is -(C1-C6alkyl)-SO<sub>n</sub>-(C1-C6alkyl); and

R2 is -SO<sub>n</sub>-C1-C6alkyl.

25

8. A compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein

Ar1 is thiazole or oxazole.

30

9. The compound according to claim 8, or a pharmaceutically acceptable salt thereof, wherein

Ar2 is phenyl, pyridine or pyridinone or an N-oxide thereof.

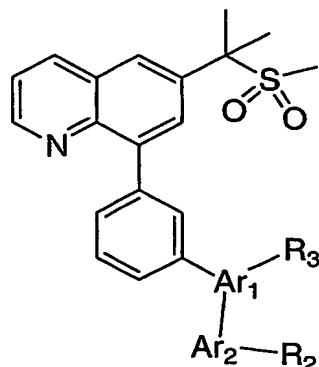
10. The compound according to claim 9, or a pharmaceutically acceptable salt thereof, wherein

R<sub>1</sub> is -(C<sub>1</sub>-C<sub>6</sub>alkyl)-SO<sub>n</sub>-(C<sub>1</sub>-C<sub>6</sub>alkyl); and

R<sub>2</sub> is -SO<sub>n</sub>-C<sub>1</sub>-C<sub>6</sub>alkyl.

5

11. The compound according to claim 1 of Formula Ia



10

Ia

or a pharmaceutically acceptable salt thereof, wherein:

Ar<sub>1</sub> is phenyl, pyridine, pyridinone, pyrimidyl, thiophene, thiazole, triazole, tetrazole, oxazole, thiaphendiazole, pyridindiazole, imidazothiazole or quinoxaline or an N-oxide thereof; and

15 Ar<sub>2</sub> is phenyl, pyridine, pyridinone, oxadiazole or thiadiazole or an N-oxide thereof.

12. A compound according to claim 11, or a pharmaceutically acceptable salt thereof, wherein:

20 R<sub>2</sub> is phenyl, -COOH, -C<sub>1</sub>-C<sub>6</sub>alkyl, -C<sub>1</sub>-C<sub>6</sub>alkoxy, mono or di-halo-C<sub>1</sub>-C<sub>6</sub>alkoxy, hydroxyC<sub>1</sub>-C<sub>6</sub>alkyl, or -SO<sub>n</sub>-(C<sub>1</sub>-C<sub>6</sub>alkyl) or 1, 2 or 3 halogens;.

13. A compound according to claim 12, or a pharmaceutically acceptable salt thereof, wherein:

R<sub>3</sub> is Hydrogen, amino, biphenyl, N-(tert-butoxycarbonyl)-4-phenylpyrrolidin-3-yl, N-(tert-butoxycarbonyl)azetidin-3-yl, N-(tert-butoxycarbonyl)pyrrolidin-3-yl, 3-chloro-4-fluorophenyl, 4-chlorophenoxyethyl, 2-chlorophenyl, 4-chlorophenyl, ethoxycarbonyl, furan-2-yl, furan-3-yl, imidazol-2-yl, 5 indan-1-yl, indan-2-yl, 1H-indol-2-yl, 1H-indol-3-yl, 1H-indol-4-yl, 1H-indol-5-yl, 1H-indol-6-yl, 1H-indol-7-yl, isoquinolin-1-yl, isoquinolin-4-yl, isoquinolin-5-yl, isoquinolin-8-yl, isoxazol-3-yl, 3-methoxycarbonylphenyl, 4-methoxycarbonylphenyl, methyl, 1-methyl-1Hpyrazol-3-yl, 1-methyl-1Hpyrazol-4-yl, 1-methyl-1Hpyrazol-5-yl, 2-methylphenyl, 3-methylphenyl, 4-methylphenyl, 2-methylpyridin-5-yl, methylsulfonylmethyl, 2-methylsulfonylphenyl, 3-methylsulfonylphenyl, 4-methylsulfonylphenyl, morpholin-4-ylmethyl, phenyl, pyrazinyl, 1Hpyrazol-3-yl, pyridin-2-yl, pyridin-3-yl, pyridin-4-yl, 3-pyridinylmethyl, pyrimidin-2-yl, pyrimidin-4-yl, pyrimidin-5-yl, quinolin-4-yl, quinolin-5-yl, quinolin-8-yl, 5,6,7,8-tetrahydro-1,8-naphthyridin-2-yl, 5,6,7,8-tetrahydro-5Hbenzo[a][7]annulen-5-yl, 5,6,7,8-tetrahydro-5Hbenzo[a][7]annulen-6-yl, tetrahydrofuran-2-yl, 1,2,3,4-tetrahydronaphthalen-1-yl, 1,2,3,4-tetrahydronaphthalen-2-yl, 1,3-thiazol-2-yl, 1,3-thiazol-5-yl, thiophen-2-yl and thiophen-2-yl.

10 14. A compound according to claim 11, or a pharmaceutically acceptable salt thereof, wherein:  
Ar<sub>1</sub> is thiazole;  
Ar<sub>2</sub> is phenyl; and  
R<sub>2</sub> is -SO<sub>2</sub>-C<sub>1</sub>-C<sub>6</sub>alkyl or halogen or C<sub>1</sub>-C<sub>6</sub>alkyl optionally substituted with hydroxy or 1-3 halogens.

15. A compound according to claim 14 or a pharmaceutically acceptable salt thereof, wherein:  
R<sub>3</sub> is Hydrogen or -C<sub>1</sub>-C<sub>6</sub>alkyl optionally substituted with hydroxy, -S(O)<sub>n</sub>C<sub>1</sub>-C<sub>6</sub>alkyl, or 1-6 halogens.

20 16. A compound according to claim 11, or a pharmaceutically acceptable salt thereof, wherein

Ar<sub>1</sub> is pyridine or an N-oxide thereof;

Ar<sub>2</sub> is oxadiazole; and

R<sub>2</sub> is

1. -C<sub>1</sub>-C<sub>6</sub>alkyl optionally substituted with hydroxy, -S(O)<sub>n</sub>C<sub>1</sub>-C<sub>6</sub>alkyl, or 1-3 substituents halogens,
2. -N(H)-C(O)-C<sub>1</sub>-C<sub>6</sub>alkyl,
3. -COOH, or
4. -C(O)-NH-C<sub>3</sub>-C<sub>6</sub>cycloalkyl.

5

10 17. A compound according to claim 16, or a pharmaceutically acceptable salt thereof wherein:

R<sub>3</sub> is hydrogen.

15

18. The compound according to claim 1, selected from the group

consisting of:

8-(3-{2-(3-chlorophenyl)-4-[4-(methylsulfonyl)phenyl]-1,3-thiazol-5-yl}phenyl)-6-[1-methyl-1-(methylsulfonyl)ethyl]quinoline,

6-[1-methyl-1-(methylsulfonyl)ethyl]-8-{3-[4-[4-(methylsulfonyl)phenyl]-2-(1-oxidopyridin-4-yl)-1,3-thiazol-5-yl]phenyl}quinoline,

20 6-[1-methyl-1-(methylsulfonyl)ethyl]-8-{3-[4-[4-(methylsulfonyl)phenyl]-2-(1-oxidopyridin-3-yl)-1,3-thiazol-5-yl]phenyl}quinoline,

2-3-{5-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-4-[4-(methylsulfonyl)phenyl]-1,3-thiazol-2-yl}phenyl)propan-2-ol,

25 3-{5-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-4-[4-(methylsulfonyl)phenyl]-1,3-thiazol-2-yl}benzoic acid,

2-{5-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-4-[4-(methylsulfonyl)phenyl]-1,3-thiazol-2-yl}propan-2-ol,

6-[1-methyl-1-(methylsulfonyl)ethyl]-8-(3-{2-(3-methyl-1,2,4-oxadiazol-5-yl)-4-[4-(methylsulfonyl)phenyl]-1,3-thiazol-5-yl}phenyl)quinoline,

30 6-[1-methyl-1-(methylsulfonyl)ethyl]-8-(3-{4-[4-(methylsulfonyl)phenyl]-1,3-thiazol-5-yl}phenyl)quinoline,

N-cyclopropyl-5-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-4-[4-(methylsulfonyl)phenyl]-1,3-thiazole-2-carboxamide,

6-[1-methyl-1-(methylsulfonyl)ethyl]-8-(3-{2-(6-methyl-1-oxidopyridin-3-yl)-4-[4-(methylsulfonyl)phenyl]-1,3-thiazol-5-yl}phenyl)quinoline,  
 2-[4-(4-chlorophenyl)-5-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-1,3-thiazol-2-yl]propan-2-ol,  
 5 6-[1-methyl-1-(methylsulfonyl)ethyl]-8-(3-{2-methyl-4-[4-(methylsulfonyl)phenyl]-1,3-oxazol-5-yl}phenyl)quinoline,  
 2-{4-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-5-[4-(methylsulfonyl)phenyl]-1,3-thiazol-2-yl}propan-2-ol,  
 1,1,1-trifluoro-N-{5-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-10 4-[4-(methylsulfonyl)phenyl]-1,3-thiazol-2-yl}methanesulfonamide,  
 2-[5-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-4-pyridin-3-yl-1,3-thiazol-2-yl]propan-2-ol,  
 2-[5-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-4-(1-oxidopyridin-3-yl)-1,3-thiazol-2-yl]propan-2-ol,  
 15 1-(4-chlorophenyl)-1-{4-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-5-[4-(methylsulfonyl)phenyl]-1,3-thiazol-2-yl}ethanol,  
 6-[1-methyl-1-(methylsulfonyl)ethyl]-8-(3-{3-[4-(methylsulfonyl)phenyl]thien-2-yl}phenyl)quinoline,  
 1-(3"-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}-1,1':2',1"-terphenyl-4-yl)ethanone,  
 20 2-(3"-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}-1,1':2',1"-terphenyl-4-yl)propan-2-ol,  
 6-[1-methyl-1-(methylsulfonyl)ethyl]-8-{3-[5-(3-methyl-1,2,4-oxadiazol-5-yl)-1-oxidopyridin-3-yl]phenyl}quinoline,  
 25 5-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-3-(3-methyl-1,2,4-oxadiazol-5-yl)pyridin-2(1H)-one,  
 6-[1-methyl-1-(methylsulfonyl)ethyl]-8-(3-{6-[4-(methylsulfonyl)phenyl]imidazo[2,1-b][1,3]thiazol-5-yl}phenyl)quinoline,  
 6-[1-methyl-1-(methylsulfonyl)ethyl]-8-(3-{2-[4-(methylsulfonyl)phenyl]imidazo[1,2-a]pyridin-3-yl}phenyl)quinoline  
 30 [3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}-4"-(methylthio)-1,1':2',1"-terphenyl-4'-yl]methanol,  
 [3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}-4"-(methylsulfonyl)-1,1':2',1"-terphenyl-4'-yl]methanol,

2-[3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}-4"-(methylsulfonyl)-1,1':2',1"-terphenyl-4'-yl]propan-2-ol,

3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}-4"-(methylsulfonyl)-1,1':2',1"-terphenyl-4'-carboxylic acid,

5 6-[1-methyl-1-(methylsulfonyl)ethyl]-8-(3-{2-[4-(methylsulfonyl)phenyl]-1-oxidopyridin-3-yl}phenyl)quinoline,

8-{3-[3-(4-fluorophenyl)-1,2,4-oxadiazol-5-yl]phenyl}-6-[1-methyl-1-(methylsulfonyl)ethyl]quinoline,

6-[1-methyl-1-(methylsulfonyl)ethyl]-8-(3-{4-[4-(methylthio)phenyl]pyridin-3-yl}phenyl)quinoline,

10 3"-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}-1,1':2',1"-terphenyl-4-carboxylic acid,

2-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-3-[4-(methylsulfonyl)phenyl]quinoxaline,

15 6-[1-methyl-1-(methylsulfonyl)ethyl]-8-(3-{3-[4-(methylsulfonyl)phenyl]pyrazin-2-yl}phenyl)quinoline,

5-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-6-[4-(methylsulfonyl)phenyl]pyridin-2(1*H*)-one,

1-methyl-5-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-6-[4-

20 (methylsulfonyl)phenyl]pyridin-2(1*H*)-one,

8-(3-{6-methoxy-2-[4-(methylsulfonyl)phenyl]pyridin-3-yl}phenyl)-6-[1-methyl-1-(methylsulfonyl)ethyl]quinoline,

8-(3-{6-(difluoromethoxy)-2-[4-(methylsulfonyl)phenyl]pyridin-3-yl}phenyl)-6-[1-methyl-1-(methylsulfonyl)ethyl]quinoline,

25 8-(3-{6-[(4-fluorobenzyl)oxy]-2-[4-(methylsulfonyl)phenyl]pyridin-3-yl}phenyl)-6-[1-methyl-1-(methylsulfonyl)ethyl]quinoline,

1-(4-fluorobenzyl)-5-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-6-[4-(methylsulfonyl)phenyl]pyridin-2(1*H*)-one,

5-(4-fluorophenyl)-6-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-

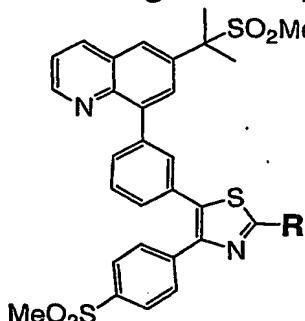
30 yl}phenyl)pyridin-2(1*H*)-one,

5-(4-fluorophenyl)-1-methyl-6-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)pyridin-2(1*H*)-one,

8-{3-[3-(4-fluorophenyl)-6-methoxypyridin-2-yl]phenyl}-6-[1-methyl-1-

35 (methylsulfonyl)ethyl]quinoline,  
or a pharmaceutically acceptable salt thereof.

19. The compound according to claim 1, of formula Ia:



wherein

R is selected from the group consisting of
Amino
2-biphenyl
3-biphenyl
N-(tert-butoxycarbonyl)-4-phenylpyrrolidin-3-yl
N-(tert-butoxycarbonyl)azetidin-3-yl
N-(tert-butoxycarbonyl)pyrrolidin-3-yl
3-chloro-4-fluorophenyl
4-chlorophenoxyethyl
2-chlorophenyl
4-chlorophenyl
Ethoxycarbonyl
furan-2-yl
furan-3-yl
imidazol-2-yl
indan-1-yl
indan-2-yl
1H-indol-2-yl
1H-indol-3-yl
1H-indol-4-yl
1H-indol-5-yl
1H-indol-6-yl
1H-indol-7-yl
Isoquinolin-1-yl

Isoquinolin-4-yl
Isoquinolin-5-yl
Isoquinolin-8-yl
isoxazol-3-yl
3-methoxycarbonylphenyl
4-methoxycarbonylphenyl
Methyl
1-methyl-1H-pyrazol-3-yl
1-methyl-1H-pyrazol-4-yl
1-methyl-1H-pyrazol-5-yl
2-methylphenyl
3-methylphenyl
4-methylphenyl
2-methylpyridin-5-yl
Methylsulfonylmethyl
2-methylsulfonylphenyl
3-methylsulfonylphenyl
4-methylsulfonylphenyl
morpholin-4-ylmethyl
Phenyl
Pyrazinyl
1H-pyrazol-3-yl
pyridin-2-yl
pyridin-3-yl
pyridin-4-yl
3-pyridinylmethyl
pyrimidin-2-yl
pyrimidin-4-yl
pyrimidin-5-yl
quinolin-4-yl
quinolin-5-yl
quinolin-8-yl
5,6,7,8-tetrahydro-1,8-naphthyridin-2-yl

6,7,8,9-tetrahydro-5H-benzo[a] [7]annulen-5-yl
6,7,8,9-tetrahydro-5H-benzo[a] [7]annulen-6-yl
Tetrahydrofuran-2-yl
1,2,3,4-tetrahydronaphthalen-1-yl
1,2,3,4-tetrahydronaphthalen-2-yl
1,3-thiazol-2-yl
1,3-thiazol-5-yl
thiophen-2-yl
thiophen-3-yl

20. The compound according to claim 1, selected from the group consisting of:

5 6-[1-methyl-1-(methylsulfonyl)ethyl]-8-(3-{2-[3-(methylsulfonyl)phenyl]-4-phenyl-1,3-thiazol-5-yl}phenyl)quinoline,  
 2-[4-(3-chlorophenyl)-5-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-1,3-thiazol-2-yl]propan-2-ol,  
 2-[4-(4-fluorophenyl)-5-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-1,3-thiazol-2-yl]propan-2-ol,  
 10 8-{3-[4-(4-chlorophenyl)-2-quinolin-5-yl-1,3-thiazol-5-yl]phenyl}-6-[1-methyl-1-(methylsulfonyl)ethyl]quinoline,  
 2-{3-[4-(3-chlorophenyl)-5-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-1,3-thiazol-2-yl]phenyl}propan-2-ol,  
 15 2-{3-[4-(3-chloro-4-fluorophenyl)-5-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-1,3-thiazol-2-yl]phenyl}propan-2-ol,  
 2-{3-[4-[3,4-bis(difluoromethoxy)phenyl]-5-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-1,3-thiazol-2-yl]phenyl}propan-2-ol,  
 N-{5-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-4-[4-(methylsulfonyl)phenyl]-1,3-thiazol-2-yl}acetamide,  
 20 N-{5-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-4-[4-(methylsulfonyl)phenyl]-1,3-thiazol-2-yl}pyridin-4-amine,  
 2-[5-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-4-pyridin-4-yl-1,3-thiazol-2-yl]propan-2-ol,

2-[5-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-4-(1-  
oxidopyridin-4-yl)-1,3-thiazol-2-yl]propan-2-ol,  
2-[5-(4-chlorophenyl)-4-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-  
yl}phenyl)-1,3-thiazol-2-yl]propan-2-ol,  
5 2-{3-[4-(4-chlorophenyl)-5-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-  
yl}phenyl)-1,3-thiazol-2-yl]phenyl}propan-2-ol, and  
6-[1-methyl-1-(methylsulfonyl)ethyl]-8-{3-[5-(1*H*-tetraazol-5-yl)pyridin-3-  
yl]phenyl}quinoline,  
or a pharmaceuticaly acceptable salt thereof.

10

21. The compound according to claim 1, selected from the group  
consisting of:

6-[1-methyl-1-(methylsulfonyl)ethyl]-8-(3-{5-[4-(methylsulfonyl)phenyl]-1-  
oxidopyridin-3-yl}phenyl)quinoline,  
15 6-[1-methyl-1-(methylsulfonyl)ethyl]-8-(3-{5-[3-(methylsulfonyl)phenyl]-1-  
oxidopyridin-3-yl}phenyl)quinoline,  
6-[1-methyl-1-(methylsulfonyl)ethyl]-8-(3-{5-[2-(methylsulfonyl)phenyl]-1-  
oxidopyridin-3-yl}phenyl)quinoline,  
6-[1-methyl-1-(methylsulfonyl)ethyl]-8-(3-{2-[4-(methylsulfonyl)phenyl]pyridin-3-  
20 yl}phenyl)quinoline,  
6-[1-methyl-1-(methylsulfonyl)ethyl]-8-[3-(1-oxido-5-phenylpyridin-3-  
yl)phenyl]quinoline,  
8-{3-[5-(3,5-dichlorophenyl)-1-oxidopyridin-3-yl]phenyl}-6-[1-methyl-1-  
(methylsulfonyl)ethyl]quinoline,  
25 8-{3-[5-(3,4-dimethoxyphenyl)-1-oxidopyridin-3-yl]phenyl}-6-[1-methyl-1-  
(methylsulfonyl)ethyl]quinoline,  
6-[1-methyl-1-(methylsulfonyl)ethyl]-8-{3-[5-(5-methyl-1,2,4-oxadiazol-3-yl)-1-  
oxidopyridin-3-yl]phenyl}quinoline,  
6-[1-methyl-1-(methylsulfonyl)ethyl]-8-{3-[5-(5-methyl-1,3,4-oxadiazol-2-yl)-1-  
30 oxidopyridin-3-yl]phenyl}quinoline,  
8-{3-[6-(benzyloxy)-5-(3-methyl-1,2,4-oxadiazol-5-yl)pyridin-3-yl]phenyl}-6-[1-  
methyl-1-(methylsulfonyl)ethyl]quinoline,  
6-[1-methyl-1-(methylsulfonyl)ethyl]-8-(3-{6-[4-(methylsulfonyl)phenyl]-1-  
oxidopyridin-3-yl}phenyl)quinoline,

6-[1-methyl-1-(methylsulfonyl)ethyl]-8-(3-{5-[4-(methylsulfonyl)phenyl]-1-oxidopyridin-2-yl}phenyl)quinoline,

6-[1-methyl-1-(methylsulfonyl)ethyl]-8-{3-[3-[4-(methylsulfonyl)phenyl]-5-(trifluoromethyl)pyridin-2-yl]phenyl}quinoline,

5 1-(4-chlorophenyl)-3-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)pyridin-2(1*H*)-one,

*N*-isopropyl-5-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-4-[4-(methylsulfonyl)phenyl]thiophene-2-carboxamide,

6-[1-methyl-1-(methylsulfonyl)ethyl]-8-(1,1':2',1"-terphenyl-3-yl)quinoline,

10 6-[1-methyl-1-(methylsulfonyl)ethyl]-8-[4"--(methylthio)-1,1':2',1"-terphenyl-3-yl]quinoline,

6-[1-methyl-1-(methylsulfonyl)ethyl]-8-[2'-(5-methyl-1,3,4-oxadiazol-2-yl)-1,1'-biphenyl-3-yl]quinoline,

methyl 3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}-4"--(methylsulfonyl)-1,1':2',1"-terphenyl-4'-carboxylate,

15 6-[1-methyl-1-(methylsulfonyl)ethyl]-8-(1,1':4',1"-terphenyl-3-yl)quinoline,

6-[1-methyl-1-(methylsulfonyl)ethyl]-8-(1,1':3',1"-terphenyl-3-yl)quinoline,

2-[5-(3'-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}-1,1'-biphenyl-2-yl)-1,3-thiazol-2-yl]propan-2-ol,

20 6-[1-methyl-1-(methylsulfonyl)ethyl]-8-[3'-(1-oxidopyridin-4-yl)-1,1'-biphenyl-3-yl]quinoline,

or a pharmaceutically acceptable salt thereof.

22. The compound according to claim 1, selected from the group consisting of:

25 6-[1-methyl-1-(methylsulfonyl)ethyl]-8-(3-{4-[4-(methylsulfonyl)phenyl]pyridin-3-yl}phenyl)quinoline,

6-[1-methyl-1-(methylsulfonyl)ethyl]-8-(3-{4-[4-(methylsulfonyl)phenyl]-1-oxidopyridin-3-yl}phenyl)quinoline,

30 6-[1-methyl-1-(methylsulfonyl)ethyl]-8-(3-{4-[3-(methylthio)phenyl]pyridin-3-yl}phenyl)quinoline,

8-[4',5'-difluoro-4"--(methylthio)-1,1':2',1"-terphenyl-3-yl]-6-[1-methyl-1-(methylsulfonyl)ethyl]quinoline,

8-[4',5'-difluoro-4"--(methylsulfonyl)-1,1':2',1"-terphenyl-3-yl]-6-[1-methyl-1-(methylsulfonyl)ethyl]quinoline,

8-(4"-fluoro-1,1':2',1"-terphenyl-3-yl)-6-[1-methyl-1-(methylsulfonyl)ethyl]quinoline,  
6,7-dichloro-2-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-3-[4-(methylsulfonyl)phenyl]quinoxaline,  
2-(4-chlorophenyl)-3-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)quinoxaline,  
5 2-{4-[3-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)quinoxalin-2-yl]phenyl}propan-2-ol,  
2-[3,4-bis(difluoromethoxy)phenyl]-3-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)quinoxaline,  
10 4-[3-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)quinoxalin-2-yl]benzoic acid,  
N-cyclopropyl-4-[3-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)quinoxalin-2-yl]benzamide,  
2-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-3-(4-  
15 methylphenyl)quinoxaline,  
2-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-3-phenylquinoxaline,  
2-(4-fluorophenyl)-3-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)quinoxaline,  
20 2-{4-[3-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)pyrazin-2-yl]phenyl}propan-2-ol,  
6-[1-methyl-1-(methylsulfonyl)ethyl]-8-(3-{3-[4-(methylthio)phenyl]pyrazin-2-  
yl}phenyl)quinoline,  
8-{3-[3-(4-fluorophenyl)pyrazin-2-yl]phenyl}-6-[1-methyl-1-  
25 (methylsulfonyl)ethyl]quinoline,  
8-(3-{2-(2-ethylpyridin-4-yl)-4-[4-(methylsulfonyl)phenyl]-1,3-thiazol-5-yl}phenyl)-  
6-[1-methyl-1-(methylsulfonyl)ethyl]quinoline,  
2-(4-{5-(3-{6-[1-methyl-1-(methylsulfonyl)ethyl]quinolin-8-yl}phenyl)-4-[4-  
30 (methylsulfonyl)phenyl]-1,3-thiazol-2-yl}phenyl)propan-2-ol,  
or a pharmaceutically acceptable salt thereof.

23. A pharmaceutical composition comprising a therapeutically effective amount of the compound of Formula (I) according to any one of claims 1 to 22 or a pharmaceutically acceptable salt thereof; and

a pharmaceutically acceptable carrier.

24. The pharmaceutical composition according to claim 18, further comprising a Leukotriene receptor antagonist, a Leukotriene biosynthesis inhibitor, an 5 M2/M3 antagonist, a corticosteroid, an H1 receptor antagonist or a beta 2 adrenoceptor agonist.

25. The pharmaceutical composition according to claim 18, further comprising a COX-2 selective inhibitor, a statin, or an NSAID.

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26. A method of treatment or prevention of asthma; chronic bronchitis; chronic obstructive pulmonary disease; adult respiratory distress syndrome; infant respiratory distress syndrome; cough; chronic obstructive pulmonary disease in animals; adult respiratory distress syndrome; ulcerative colitis; Crohn's 15 disease; hypersecretion of gastric acid; bacterial, fungal or viral induced sepsis or septic shock; endotoxic shock; laminitis or colic in horses; spinal cord trauma; head injury; neurogenic inflammation; pain; reperfusion injury of the brain; psoriatic arthritis; rheumatoid arthritis; ankylosing spondylitis; osteoarthritis; inflammation; or cytokine-mediated chronic tissue degeneration comprising the step of administering a 20 therapeutically effective amount, or a prophylactically effective amount, of the compound according to claim 1 or a pharmaceutically acceptable salt thereof.

27. A method of treatment or prevention of allergic rhinitis, allergic conjunctivitis, eosinophilic granuloma, osteoporosis, arterial restenosis, 25 atherosclerosis, reperfusion injury of the myocardium chronic glomerulonephritis, vernal conjunctivitis, cachexia, transplant rejection, or graft versus host disease, comprising the step of administering a therapeutically effective amount, or a prophylactically effective amount, of the compound according to claim 1 or a pharmaceutically acceptable salt thereof.

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28. A method of treatment or prevention of depression, memory impairment, monopolar depression, Parkinson disease, Alzheimer's disease, acute and chronic multiple sclerosis, psoriasis, benign or malignant proliferative skin diseases, atopic dermatitis, urticaria, cancer, tumor growth or cancerous invasion of normal 35 tissues, comprising the step of administering a therapeutically effective amount, or a

prophylactically effective amount, of the compound according to claim 1 or a pharmaceutically acceptable salt thereof.

29. Use of a compound of Formula (I), as defined in any one of  
5 claims 1 to 23, or a pharmaceutically acceptable salt thereof, in the manufacture  
of a medicament for treatment or prevention of an ailment set forth in claim 26,  
27 or 28.

30. A compound of Formula (I), as defined in any one of  
10 claims 1 to 23, or a pharmaceutically acceptable salt thereof, for use in medical  
therapy.

31. Use of a compound of Formula (I), as defined in any one of  
claims 1 to 23, or a pharmaceutically acceptable salt thereof, as a  
15 phosphodiesterase-4-inhibitor.

32. A phosphodiesterase-4-inhibitor pharmaceutical  
composition comprising an acceptable phosphodiesterase-4-inhibiting amount  
of a compound of Formula (I), as defined in any one of claims 1 to 23, or a  
20 pharmaceutically acceptable salt thereof, in association with a pharmaceutically  
acceptable carrier.